

**UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF PENNSYLVANIA**

In re:	:	CHAPTER 9
	:	
CITY OF HARRISBURG,	:	Bky. No. 11-06938 MDF
	:	
Proposed Debtor.	:	

**OBJECTION OF TD BANK, NATIONAL ASSOCIATION,
MANUFACTURERS AND TRADERS TRUST COMPANY AND
ASSURED GUARANTY MUNICIPAL CORP. TO CHAPTER 9 PETITION**

TD Bank, National Association ("TD"), Manufacturers and Traders Trust Company ("M&T") and Assured Guaranty Municipal Corp. ("Assured") hereby object to the proposed debtor's bankruptcy petition (the "Petition"). In support of their objection, TD, M&T and Assured rely upon, and incorporate herein, their Brief submitted contemporaneously herewith.

In accordance with the Court's Order dated October 19, 2011, this objection is limited to two issues: (i) whether the City of Harrisburg (the "City") is authorized by the law of the Commonwealth of Pennsylvania to file a chapter 9 bankruptcy petition, as is required by 11 U.S.C. § 109(c)(2); and (ii) whether the Petition was filed in accordance with the Optional Third Class City Charter Law, 53 P.S. § 41101, *et seq.*, and established common law of the Commonwealth of Pennsylvania.

Pursuant to the Court's October 19, 2011 Order, all other issues are reserved.

For the reasons set forth in their accompanying Brief, TD Bank, M&T and Assured object to the Petition and respectfully assert that it should be dismissed

Respectfully submitted,

Dated: October 28, 2011

/s/ Adam H. Isenberg

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Dated: October 28, 2011

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Counsel for TD Bank, National Association, as Indenture Trustee for the 2003 Indenture and Retrofit Indenture and as Statutory Trustee, and Manufacturers and Traders Trust Corp as Indenture Trustee for the 2002 Indenture and as Statutory Trustee